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COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

AT RICHMOND, OCTOBER 10, 2000

JOINT PETITION OF

NUI CORPORATION,
VGC ACQUISITION, INC.,

and

CASE NO. PUA000079

VIRGINIA GAS COMPANY

For approval of Agreement and
Plan of Reorganization under
Chapter 5 of Title 56 of the
Code of Virginia

ORDER FOR NOTICE AND COMMENT

On September 28, 2000, NUI Corporation ("NUI"), VGC Acquisition ("Acquisition"),¹ and Virginia Gas Company (collectively, "the Petitioners") filed a joint petition requesting approval, pursuant to Chapter 5 of Title 56 of the Code of Virginia (§ 56-88 *et seq.*), of a proposed transaction which would result in the transfer of VGC's ownership and control in each of the following public service companies, namely, Virginia Gas Distribution Company ("VGDC"), Virginia Gas Storage Company ("VGSC"), and Virginia Gas Pipeline Company ("VGPC").

¹ VGC Acquisition, Inc., is a wholly owned subsidiary of NUI Corporation and is incorporated in the State of Delaware.

NUI, Acquisition, and VGC have entered into an Agreement and Plan of Organization, dated June 13, 2000 (the "Merger

Agreement"). If all of the conditions set forth in the Merger Agreement are satisfied or waived, Acquisition will merge with and into VGC, and VGC will be the surviving corporation. Alternatively, NUI may complete its holding company reorganization prior to the completion of the Merger. In such event, and at NUI's election, the parties to the Merger Agreement will amend it to provide for the Merger of VGC with and into Acquisition, and Acquisition will be the surviving corporation.

NOW THE COMMISSION, having considered the matter, is of the opinion that public notice should be given, interested persons should be provided with an opportunity to comment and request a hearing, and the Commission Staff should file a report detailing the results of its review of the joint petition.

Accordingly, IT IS ORDERED THAT:

(1) The Petitioners shall promptly make a copy of their joint petition and supporting materials available to the public, who may obtain a copy of the joint petition, at no charge, by requesting it in writing from the Petitioners' counsel at the address detailed below.

(2) Any interested person wishing to comment on the joint petition shall, on or before November 8, 2000, address such written comments to: Joel H. Peck, Clerk, State Corporation

Commission, c/o Document Control Center, P.O. Box 2118,
Richmond, Virginia 23218, and refer to Case No. PUA000079.

(3) On or before November 8, 2000, any person desiring a hearing in this matter shall file a request for hearing in writing with Joel H. Peck, Clerk, State Corporation Commission, c/o Document Control Center, P.O. Box 2118, Richmond, Virginia 23218, and shall refer in his or her request to Case No. PUA000079. Any request for hearing shall detail reasons that such issues can not be adequately addressed in written comments.

(4) A copy of such comments and requests for hearing shall simultaneously be sent to counsel for the Petitioners as follows: JoAnne L. Nolte, Esquire, PennStuart, P.O. Box 617, Richmond, Virginia 23218-0617.

(5) The Commission Staff shall review the joint petition and shall file, on or before November 17, 2000, a report detailing the results of its investigation.

(6) The Petitioners shall respond to written interrogatories within seven (7) calendar days after receipt of same. Except as modified above, discovery shall be in accordance with Part VI of the Commission's Rules of Practice and Procedure.

(7) On or before October 24, 2000, the Petitioners shall publish the following notice as display advertising, not

classified, once in newspapers of general circulation in the Counties of Dickenson, Buchanan, Russell, Tazewell, Washington, Smyth, Wythe, Pulaski, Montgomery, Franklin, and Roanoke.

NOTICE OF JOINT PETITION OF
NUI CORPORATION, VGC ACQUISITION, INC.,
and VIRGINIA GAS COMPANY
Case No. PUA000079

NUI Corporation ("NUI"), VGC Acquisition ("Acquisition"), and Virginia Gas Company (collectively, "the Petitioners") filed a joint petition requesting approval, pursuant to Chapter 5 of Title 56 of the Code of Virginia (§ 56-88 et seq.), of a proposed transaction which would result in the transfer of VGC's ownership and control in each of the following public service companies, namely, Virginia Gas Distribution Company ("VGDC"), Virginia Gas Storage Company ("VGSC"), and Virginia Gas Pipeline Company ("VGPC"). VGC Acquisition, Inc., is a wholly owned subsidiary of NUI Corporation and is incorporated in the State of Delaware.

NUI, Acquisition, and VGC have entered into an Agreement and Plan of Organization, dated June 13, 2000 (the "Merger Agreement"). If all of the conditions set forth in the Merger Agreement are satisfied or waived, Acquisition will merge with and into VGC, and VGC will be the surviving corporation. Alternatively, NUI may complete its holding company reorganization prior to the completion of the Merger. In such event, and at NUI's election, the parties to the Merger Agreement will amend it to provide for the Merger of VGC with and into Acquisition, and Acquisition will be the surviving corporation.

A copy of the above referenced joint petition is available for inspection during regular business hours at the State

Corporation Commission, Document Control Center, First Floor, Tyler Building, 1300 East Main Street, Richmond, Virginia. Interested persons may obtain a copy of the petition, at no charge, by requesting a copy in writing from the Petitioners' counsel at the address noted below.

Comments on the joint petition must be submitted in writing to Joel H. Peck, Clerk, State Corporation Commission, P.O. Box 2118, Richmond, Virginia 23218, on or before November 8, 2000. Requests for hearing must also be received by the Clerk on or before November 8, 2000. Requests for hearing shall state why a hearing is necessary and why such issues cannot be adequately addressed in written comments.

All correspondence should refer to Case No. PUA000079. A copy of the comments or requests for hearing must also be sent to counsel for the Petitioners as follows: JoAnne L. Nolte, Esquire, PennStuart, P.O. Box 617, Richmond, Virginia 23218-0617.

If no requests for hearing are received, a formal hearing may not be held.

NUI CORPORATION, VGC ACQUISITION, INC.,
AND VIRGINIA GAS COMPANY

(8) The Petitioners shall forthwith serve a copy of this Order on the Chairman of the Board of Supervisors of any county and upon the Mayor or Manager of any county, city, or equivalent officials in counties, towns, and cities having alternate forms of government consistent with the areas referenced in Ordering Paragraph (7). Service shall be made by first-class mail or delivery to the customary place of business or residence of the person served.

(9) On or before November 9, 2000, the Petitioners shall provide the Commission with proof of notice required in Ordering Paragraphs (7) and (8).